

# **EXHIBIT “D”**

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and Sangertown Square, L.L.C.*

UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF VIRGINIA  
(RICHMOND DIVISION)

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In re:

CIRCUIT CITY STORES, INC., *et al.*  
  
Debtors.

Case No. 08-35653-KRH  
Jointly Administered  
Chapter 11 Proceedings  
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**DECLARATION OF WILLIAM F. BAKER IN SUPPORT OF CAROUSEL CENTER  
COMPANY, L.P. AND SANGERTOWN SQUARE, L.L.C.'S RESPONSE TO THE  
LIQUIDATING TRUST'S THIRD OMNIBUS OBJECTION TO LANDLORD CLAIMS  
(REDUCTION OF CERTAIN PARTIALLY INVALID CLAIMS, RECLASSIFICATION OF  
CERTAIN MISCLASSIFIED CLAIMS, DISALLOWANCE OF CERTAIN INVALID  
CLAIMS, DISALLOWANCE OF CERTAIN DUPLICATE CLAIMS, AND  
DISALLOWANCE OF CERTAIN AMENDED CLAIMS)**

STATE OF NEW YORK     )  
                                  )SS:  
COUNTY OF ONONDAGA )

William F. Baker, being duly sworn, deposes and says:

1. I am Assistant General Counsel of Pyramid Management Group, LLC (the Management Company"). The Management Company is the managing agent of Carousel Center

Company, L.P. ("Landlord 1"), which is the owner of a shopping center located at Carousel Center, Syracuse, New York ("Center 1"). The Management Company is also the managing agent of Sangertown Square, L.L.C. ("Landlord 2"), which is the owner of a shopping center located at Sangertown Square Mall, New Hartford, New York ("Center 2").

2. I have personal knowledge of the facts set forth in this Declaration and I may be contacted at: Pyramid Management Group, LLC, 4 Clinton Square, Syracuse, New York 13202, (315) 422-7000.

3. Landlord 1 was a party to a lease ("Lease 1") with Circuit City Stores, Inc. (the "Debtor") of premises ("Premises 1") at Center 1.

4. Landlord 2 was a party to a lease ("Lease 2") with the Debtor of premises ("Premises 2") at Center 2.

5. In the regular course of my employment by the Management Company, I review rent and other charges billed to the Landlords' tenants.

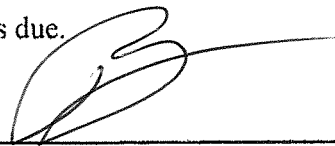
6. The total amount rent reserved under Lease 1 from November 10, 2008 (the "Petition Date") until the end of the Lease term is \$6,826,922.52. An itemization of this calculation is attached to this Declaration as Schedule 1.

7. Fifteen percent of this rent reserved is \$1,024,038.38, less ten percent pursuant to the Lease Termination Agreement entered into between Landlord 1 and the Debtor on March 20, 2009 is \$921,634.54.

8. Landlord 1 also incurred a \$4,425 expense for removal of the Debtor's sign and related repair. Landlord 1 paid that amount on July 2, 2009.

9. Landlord 2 incurred a \$192.49 expense for a locksmith to change the locks to Premises 2. Landlord 2 paid that expense on May 6, 2009.

10. Landlord 1's claim for \$921,634.54 remains due.
11. Landlord 1's claim for \$4,425 remains due.
12. Landlord 2's claim for 192.49 remains due.

  
\_\_\_\_\_  
William F. Baker

Sworn to before me this  
5 day of April, 2011

  
\_\_\_\_\_  
Notary Public

**SALLY A. O'DONNELL**  
Notary Public, State of New York  
Qualified in Onondaga County  
Commission Expires March 30, 20 14

## **SCHEDULE "1"**

TERM:	10 YEARS 3 MONTHS
TCD:	11/10/04
SQ. FT.:	34,999
EXPIRATION:	01/31/15
NPV DATE:	11/10/08

**MONTHLY CHARGES EFFECTIVE:** 11/10/08

ANNUAL CHARGES (EFFECTIVE 11/10/2008)

	MINIMUM RENT	4%	INSURANCE	ENERGY	COMPACTOR	5%	WATER	MKT FUND	TOTAL
		TAXES				CAE			
2008	70,703.82	44,362.42	2,593.95	0.00	0.00	21,942.67	0.00	0.00	139,602.86
2009	499,085.76	325,672.32	18,310.20	0.00	0.00	159,536.04	0.00	0.00	1,002,604.32
2010	553,625.96	338,699.16	18,310.20	0.00	0.00	164,322.12	0.00	0.00	1,074,957.44
2011	558,584.16	352,247.16	18,310.20	0.00	0.00	169,251.84	0.00	0.00	1,098,393.36
2012	558,584.16	366,337.08	18,310.20	0.00	0.00	174,329.40	0.00	0.00	1,117,560.84
2013	558,584.16	380,990.52	18,310.20	0.00	0.00	179,559.24	0.00	0.00	1,137,444.12
2014	558,584.16	396,230.16	18,310.20	0.00	0.00	184,946.04	0.00	0.00	1,158,070.56
2015	46,548.68	34,339.95	1,525.85	0.00	0.00	15,874.54	0.00	0.00	98,289.02
					NPV AS OF	11/10/08	(DISCOUNTED @ 0.00%)		\$6,826,922.52
					NPV AS OF	11/10/08	(DISCOUNTED @ 4.00%)		\$6,008,482.61
					NPV AS OF	11/10/08	(DISCOUNTED @ 8.00%)		\$5,317,260.27